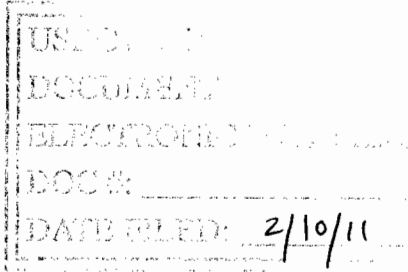


ReedSmith

Jennifer Y. Depriest
Direct Phone: +1 312 207 6444
Email: jdepriest@reedsmith.com

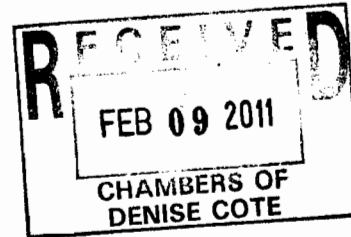


Reed Smith LLP
10 South Wacker Drive
Chicago, IL 60606-7507
+1 312 207 1000
Fax +1 312 207 6400
reedsmith.com

February 8, 2011

BY HAND DELIVERY

The Honorable Denise L. Cote
United States District Court
Southern District of New York
500 Pearl Street, Room 1040
New York, NY 10007



Re: *Suzanne Cruise Creative Services, Inc. et al. v. Barrington Studios Ltd. et al.*,
Case No. 10 CV 4293 (DLC)

Dear Judge Cote:

We represent Barrington Studios Ltd., Shopko Stores Operating Co., LLC ("Shopko"), Fred Meyer Stores, Inc. ("Fred Meyer"), and have recently been asked to represent a number of retailers who were named in the plaintiffs' First Amended Complaint, filed January 19, 2011: CVS Caremark Corporation ("CVS"), Big Lots, Inc. ("Big Lots"), and Dollar General Corporation ("Dollar General"). Barrington, Shopko and Fred Meyer (the initially named defendants) filed answers to the First Amended Complaint on January 26, 2011.

I write to respectfully request an extension of time in which to respond to the First Amended Complaint to March 8, 2011 on behalf of CVS, Big Lots and Dollar General, as well as Dollar Tree, Inc. ("Dollar Tree"). Pursuant to the Court's Individual Practices, I contacted Plaintiffs' counsel, Mr. Tedd Levine, regarding the extension; Mr. Levine consents to an extension to March 8, 2011 on behalf of the following entities:

- CVS. CVS's response is currently due February 14, 2011. This is CVS's first request for an extension. The undersigned was recently contacted by CVS to represent it in this matter.
- Big Lots. Big Lots's response is currently due February 15, 2011. This is Big Lots' first request for an extension. The undersigned was recently contacted by Big Lots to represent it in this matter.
- Dollar General. Dollar General's response is due February 9, 2011. This is Dollar General's second request for an extension. Its first request was granted (see Dkt No. 37). After its first request, the undersigned counsel was retained to represent Dollar General in this matter.
- Dollar Tree. Dollar Tree's response is due February 11, 2011. On February 1, 2011, Dollar Tree submitted to the Court a Stipulation extending the time for Dollar Tree's response to February 18, 2011 (Dollar Tree's first request for an extension). Judge Castel had not entered the

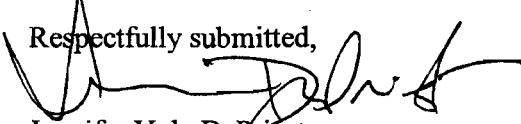
The Honorable Denise L. Cote
February 8, 2011
Page 2

ReedSmith

stipulation prior to the reassignment of the case. (Dollar Tree is represented by separate counsel in this matter but has asked that I seek an extension on its behalf).

Judge Castel previously granted an extension to the final retailer named in this case, Wal-Mart, to March 8, 2011 (Dkt. No. 52). Allowing the requested extension with respect to the above-named defendants will allow a reasonable amount of time to investigate Plaintiffs' allegations against these defendants and to explore resolution of this matter.

Respectfully submitted,



Jennifer Yule DePriest

JYD:cap

cc: Tedd S. Levine, LLC (Served via email 2/8/11)
1010 Franklin Avenue, 2nd Floor
Garden City, NY 11530

US_ACTIVE-105522311.1

Granted.


February 9, 2011